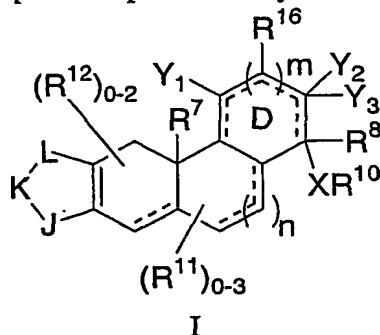


WHAT IS CLAIMED IS:

1. A compound represented by Formula I



or a pharmaceutically acceptable salt or hydrate thereof, wherein:

n and m are each independently 0, 1 or 2;

J is selected from NR^1 or $C(R^1)(R^2)$;

K is selected from NR^3 or $C(R^3)(R^4)$;

L is selected from NR^5 or $C(R^5)(R^6)$;

X is a bond, $-C(O)$, $-N(R^{14})$, $-N(R^{14})-C(O)-$, $-C(O)-N(R^{14})$, $-N(R^{14})-S(O)_k-$, $-N(R^{14})-C(O)-NH-$ or $-S(O)_k-N(R^{14})$;

k is 0, 1 or 2;

R^1 and R^{10} are each independently selected from the group consisting

of:

- (1) C_{1-6} alkyl,
- (2) C_{2-6} alkenyl,
- (3) C_{2-6} alkynyl,
- (4) C_{3-6} cycloalkyl,
- (5) C_{1-6} alkoxy,
- (6) C_{1-6} alkyl- $S(O)_k-$, wherein k is 0, 1 or 2,

- (7) aryl,
- (8) aryl C₁₋₆alkyl,
- (9) HET,
- (10) -C₁₋₆alkyl-HET,
- 5 (11) aryloxy,
- (12) aroyloxy,
- (13) aryl C₂₋₆alkenyl,
- (14) aryl C₂₋₆alkynyl,
- (15) hydrogen,
- 10 (16) hydroxyl and
- (17) cyano

wherein items (1) to (6) above and the alkyl portions of items (8) and (10) above and the alkenyl portion of item (13) above and the alkynyl portion of item (14) above are
 15 optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, oxo, OR¹³, N(R¹⁴)₂, C₃₋₆cycloalkyl and C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2, and

wherein items (7), (9), (11) and (12) above and aryl portion of items (8), (13) and (14)
 20 above and the HET portion of item (10) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR¹³,
- 25 (c) N(R¹⁴)₂,
- (d) C₁₋₆alkyl,
- (e) C₂₋₆alkenyl,
- (f) C₂₋₆alkynyl,
- (g) C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,
- 30 (h) aryl,
- (i) aryl-S(O)_k-, wherein k is 0, 1 or 2,
- (j) HET,
- (k) aryl C₁₋₆alkyl,
- (l) aroyl,
- 35 (m) aryloxy,

- (n) aryl C₁₋₆alkoxy,
- (o) CN and
- (p) C₃₋₆cycloalkyl,

wherein items (d) to (g) and (p) above and the alkyl portions of item (k) above are
 5 optionally substituted from one up to the maximum number of substitutable positions
 with a substituent independently selected from the group consisting of: halo, OR¹³
 and N(R¹⁴)₂, and

wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n)
 10 above are optionally substituted from one up to the maximum number of substitutable
 positions with a substituent independently selected from the group consisting of: halo,
 OR¹³ and C₁₋₄alkyl,

R², R³, R⁴, R⁵ and R⁶ are each independently selected from the group
 15 consisting of:

- (1) hydrogen,
- (2) halo,
- (3) C₁₋₆alkyl,
- (4) C₂₋₆alkenyl,
- 20 (5) C₂₋₆alkynyl,
- (6) C₃₋₆cycloalkyl,
- (7) C₁₋₆alkoxy,
- (8) C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,
- (9) aryl,
- 25 (10) aryl C₁₋₆alkyl,
- (11) HET and
- (12) -C₁₋₆alkyl-HET,

wherein items (3) to (8) above and the alkyl portions of items (10) and (12) above are
 optionally substituted from one up to the maximum number of substitutable positions
 30 with a substituent independently selected from the group consisting of: halo, OR¹³,
 N(R¹⁴)₂ and C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2; and

wherein items (9) and (11) and the aryl portion of items (10) and the HET portion of
 item (12) are optionally substituted from one up to the maximum number of

substituable positions with a substituent independently selected from the group consisting of:

- 5
- (a) halo,
 - (b) OR¹³,
 - (c) N(R¹⁴)₂,
 - (d) C₁₋₆alkyl,
 - (e) C₂₋₆alkenyl,
 - (f) C₂₋₆akynyl and
 - (g) C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,

10 wherein items (d) to (g) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂,

15 or R¹ and R³ or R³ and R⁵ may be joined together to form a double bond;

R⁷ is selected from the group consisting of:

- 20
- (1) hydrogen,
 - (2) OR¹³,
 - (3) C₁₋₄alkyl,
 - (4) aryl and
 - (5) aryl C₁₋₄alkyl,

25 wherein item (3) above and the alkyl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂, and

30 wherein item (4) above and the aryl portion of item (5) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- 35
- (a) halo,
 - (b) OR¹³,
 - (c) N(R¹⁴)₂,
 - (d) C₁₋₆alkyl,
 - (e) C₂₋₆alkenyl and

(f) C₂₋₆alkynyl,

wherein items (d) to (f) above are optionally substituted with from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂;

5

each Y₁, Y₂ and Y₃ are independently selected from the group consisting of:

- (1) hydrogen,
- (2) -O-R⁹,
- (3) -S(O)_k-R⁹, wherein k is 0, 1 or 2,
- 10 (4) -C-W-R⁹, wherein W is O or S(O)_k,
- (5) -N(R¹⁵)₂,
- (6) -S(O)_k-N(R¹⁵)₂,
- (7) -N(R¹⁵)-S(O)_k-N(R¹⁵)₂,
- (8) NO₂,
- 15 (9) -C(O)-R¹⁵,
- (10) -C(O)O-R¹⁵,
- (11) -CN,
- (12) halo,
- (13) -O-S(O)_k-R¹⁵ and
- 20 (14) C₁₋₄alkyl, optionally substituted with from 1 to 6 halo groups,

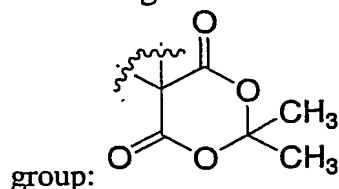
with the proviso that when Y₂ is hydrogen, Y₃ is -C(O)-R¹⁵, R¹⁵ is C₁₋₆alkyl and X is -C(O) then R¹⁰ is not C₁₋₆alkyl, and

25 with the proviso that when Y₂ is -C(O)-R¹⁵, Y₃ is hydrogen, R¹⁵ is C₁₋₆alkyl and X is -C(O) then R¹⁰ is not C₁₋₆alkyl, and

with the proviso that when Y₂ and Y₃ are both hydrogen, X is a bond and R¹⁰ is HET, then said HET is defined as a 5-membered aromatic or non-aromatic
 30 monocyclic ring containing 1-3 heteroatoms selected from O, S and N,

R⁸ is selected from the group consisting of: hydrogen, C₁₋₆alkyl, C₁₋₆alkoxy, -C₁₋₆alkyl-C(O)OH and -C₁₋₆alkyl-C(O)O-C₁₋₆alkyl, wherein the C₁₋₆alkyl portion is optionally mono, di or tri substituted with halo; or where R⁸ and

-XR¹⁰ together with the carbon atom to which they are attached form the spiro



R⁹ is selected from the group consisting of: hydrogen, C₁₋₁₂alkyl and aryl, wherein
 5 C₁₋₁₂alkyl and aryl are optionally substituted from one up to the maximum number
 of substituents with halo;

each R¹¹, R¹² and R¹⁶ is independently selected from the group consisting of:

- (1) hydrogen,
- 10 (2) halo,
- (3) C₁₋₆alkyl,
- (4) C₂₋₆alkenyl,
- (5) C₁₋₆alkoxy and
- (6) hydroxy,

15 wherein items (3) to (5) above are optionally substituted from one up to the maximum
 number of substitutable positions with a substituent independently selected from the
 group consisting of: halo, OR¹², N(R¹³)₂ and C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or
 2,

20 or R¹⁶ may additionally be hydrogen;

each R¹³ and R¹⁴ is independently selected from the group consisting
 of hydrogen and C₁₋₄alkyl, optionally substituted from one up to the maximum
 25 number of substitutable positions with halo; and

each R¹⁵ is independently selected from the group consisting of:
 hydrogen, C₁₋₆alkyl, aryl and C₁₋₁₂alkoxycarbonyl, wherein said C₁₋₆alkyl and C₁₋₁₂
 30 alkoxycarbonyl are optionally substituted from one up to the maximum number of
 substituable positions with halo and said aryl is optionally substituted from one up to

the maximum number of substituable positions with halo and C₁₋₄alkyl, optionally substituted with 1-3 halo groups.

5

2. A compound according to Claim 1 wherein:

J is NR¹;

10

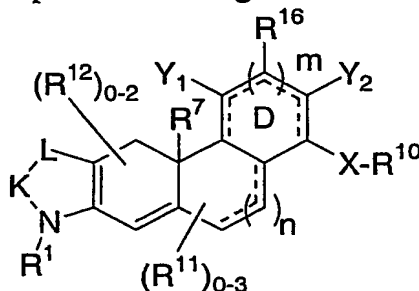
K is NR³;

L is C(R⁵)(R⁶); and

R³ and R⁵ are joined together to form a double bond.

15

3. A compound according to Claim 1 of Formula Ia:



20

Ia

4. A compound according to Claim 1 wherein R¹ is phenyl or pyridyl said phenyl or pyridyl or optionally mono or di- substituted with a substituent independently selected from the group consisting of:

25

- (a) halo,
- (b) OCH₃,
- (d) CH₃,
- (e) CN.

5. A compound according to Claim 4 wherein R¹ is phenyl, optionally mono or di-substituted with halo.
6. A compound according to Claim 3 wherein Y₁ is hydrogen.
7. A compound according to Claim 3 wherein R¹⁶ is hydrogen.
8. A compound according to Claim 6 wherein R¹² is hydrogen.
9. A compound according to Claim 3 wherein R⁷ is methyl.
10. A compound according to Claim 1 wherein
X is a bond, -C(O), -N(R¹⁴)-, -N(R¹⁴)-C(O)-, -C(O)-N(R¹⁴)-, -N(R¹⁴)-C(O)-NH- ;
and
R¹⁴ is hydrogen or methyl.
11. A compound according to Claim 1 wherein
X is a bond, -C(O), -N(R¹⁴)-, -N(R¹⁴)-C(O)-, -C(O)-N(R¹⁴)-, -N(R¹⁴)-C(O)-NH- ;
Y₁ is hydrogen;
R¹ is phenyl, optionally mono or di-substituted with halo;
R⁷ is methyl.
R¹¹ is hydrogen;
R¹² is hydrogen;
R¹⁴ is hydrogen or methyl;
R¹⁶ is hydrogen; and
R¹⁰ are each independently selected from the group consisting of:
- (1) C₁₋₄alkyl,
 - (2) C₂₋₄alkenyl,
 - (3) C₂₋₄alkynyl,
 - (4) C₃₋₆cycloalkyl,
 - (5) C₁₋₄alkoxy,
 - (6) aryl,
 - (7) aryl C₁₋₄alkyl,
 - (8) HET,

- 5
- (9) -C₁₋₄alkyl-HET,
 - (10) aryloxy,
 - (11) aroyloxy,
 - (12) aryl C₂₋₄alkenyl,
 - (13) aryl C₂₋₆alkynyl,

10 wherein items (1) to (5) above and the alkyl portions of items (7) and (9) above and the alkenyl portion of item (12) above and the alkynyl portion of item (13) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR¹³, N(R¹⁴)₂, C₃₋₆cycloalkyl and C₁₋₆alkyl-S(O)_k, wherein k is 0, 1 or 2, and

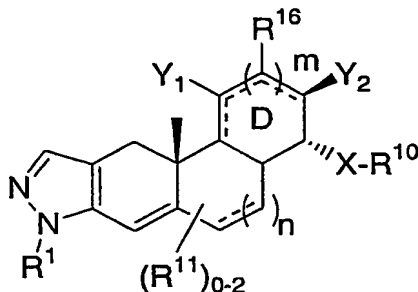
15 wherein items (6), (8), (10) and (11) above and aryl portion of items (7), (12) and (13) above and the HET portion of item (9) above are optionally substituted with from one to three substituents independently selected from the group consisting of:

- 20
- (a) halo,
 - (b) OR¹³,
 - (c) N(R¹⁴)₂,
 - (d) C₁₋₄alkyl,
 - (e) C₂₋₄alkenyl,
 - (f) C₂₋₄alkynyl,
 - (g) aryl,
 - (h) HET,
 - (i) aryl C₁₋₆alkyl,
 - 25 (j) aroyl,
 - (k) aryloxy,
 - (l) aryl C₁₋₆alkoxy and
 - (m) CN,

30 wherein items (d) to (f) above and the alkyl portions of item (i) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂, and

wherein items (g), (h), (j) and (k) above and the aryl portions of items (i) and (l) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR¹³ and C₁₋₄alkyl,

5 12. A compound according to Claim 1 of Formula Ib

**Ib**

10 wherein:

m is 0 or 1,

n is 0 or 1,

R¹ is phenyl, optionally mono or di-substituted with halo;

R^{10} are each independently selected from the group consisting of:

- | | | |
|----|------|---|
| 15 | (1) | C ₁₋₆ alkyl, |
| | (2) | C ₂₋₆ alkenyl, |
| | (3) | C ₂₋₆ alkynyl, |
| | (4) | C ₃₋₆ cycloalkyl, |
| | (5) | C ₁₋₆ alkoxy, |
| 20 | (6) | C ₁₋₆ alkyl-S(O) _k -, wherein k is 0, 1 or 2, |
| | (7) | aryl, |
| | (8) | aryl C ₁₋₆ alkyl, |
| | (9) | HET, |
| | (10) | -C ₁₋₆ alkyl-HET, |
| 25 | (11) | aryloxy, |
| | (12) | aroxyloxy, |
| | (13) | aryl C ₂₋₆ alkenyl, |
| | (14) | aryl C ₂₋₆ alkynyl, |
| | (15) | hydrogen, and |

(16) hydroxy

wherein items (1) to (6) above and the alkyl portions of items (8) and (10) above and the alkenyl portion of item (13) above and the alkynyl portion of item (14) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR¹³, N(R¹⁴)₂, C₃₋₆cycloalkyl and C₁₋₆alkyl-S(O)_k, wherein k is 0, 1 or 2, and

wherein items (7), (9), (11) and (12) above and aryl portion of items (8), (13) and (14) above and the HET portion of item (10) above are optionally substituted with from one to three substituents independently selected from the group consisting of:

- (a) halo,
- (b) OR¹³,
- (c) N(R¹⁴)₂,
- (d) C₁₋₆alkyl,
- (e) C₂₋₆alkenyl,
- (f) C₂₋₆alkynyl,
- (g) C₁₋₆alkyl-S(O)_k, wherein k is 0, 1 or 2,
- (h) aryl,
- (i) aryl-S(O)_k, wherein k is 0, 1 or 2,
- (j) HET,
- (k) aryl C₁₋₆alkyl,
- (l) aroyl,
- (m) aryloxy,
- (n) aryl C₁₋₆alkoxy and
- (o) CN,

wherein items (d) to (g) above and the alkyl portions of item (k) above are optionally substituted from one to three substituents independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂, and

wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted from one to three substituents independently selected from the group consisting of: halo, OR¹³ and C₁₋₄alkyl, each R¹³ and R¹⁴ is independently selected from the group consisting of hydrogen and C₁₋₄alkyl, optionally substituted from one to three halo groups;

R¹⁶ and each R¹¹ are independently selected from the group consisting of:

- (1) hydrogen,
- (2) halo,
- (3) methyl,
- 5 (4) methoxy, and
- (5) hydroxy;

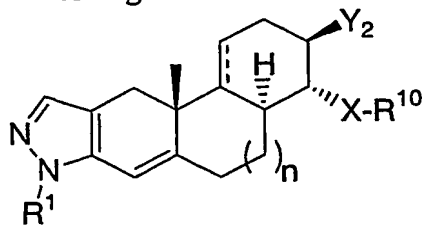
Y₁ and Y₂ are each selected from the group consisting of:

- (1) hydrogen,
- (2) hydroxy,
- 10 (3) halo,
- (4) methyl,
- (5) -NO₂,
- (6) -CN,
- (6) mono, di or tri halo substituted methyl,

- 15 X is a bond, -C(O)-, -N(R¹⁴)-, -N(R¹⁴)-C(O)-, -C(O)-N(R¹⁴)-, -N(R¹⁴)-S(O)_k-, -N(R¹⁴)-C(O)-NH- or -S(O)_k-N(R¹⁴);

- 20 13. A compound according to Claim 12 wherein Y₁, R¹¹ and R¹⁶ are each hydrogen.

14. A compound according to Claim 12 of Formula Ic:



Ic

25 wherein

n is 0 or 1,

R¹ is phenyl, optionally mono or di-substituted with halo;

R¹⁰ is selected from the group consisting of:

- (1) C₁₋₆alkyl,
- 30 (2) C₂₋₆alkenyl,

- 5
- (3) C₂₋₆alkynyl,
 (4) C₃₋₆cycloalkyl,
 (5) C₁₋₆alkoxy,
 (6) C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,
 (7) aryl,
 (8) aryl C₁₋₆alkyl,
 (9) HET,
 (10) -C₁₋₆alkyl-HET,
 (11) aryloxy,
 10 (12) aroyloxy,
 (13) aryl C₂₋₆alkenyl,
 (14) aryl C₂₋₆alkynyl,
 (15) hydrogen, and
 (16) hydroxy

15

wherein items (1) to (6) above and the alkyl portions of items (8) and (10) above and the alkenyl portion of item (13) above and the alkynyl portion of item (14) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR¹³, N(R¹⁴)₂, C₃₋₆cycloalkyl and C₁₋₆alkyl-S(O)_k-,
 20 wherein k is 0, 1 or 2, and

wherein items (7), (9), (11) and (12) above and aryl portion of items (8), (13) and (14) above and the HET portion of item (10) above are optionally substituted with from one to three substituents independently selected from the group consisting of:

- 25 (a) halo,
 (b) OR¹³,
 (c) N(R¹⁴)₂,
 (d) C₁₋₆alkyl,
 (e) C₂₋₆alkenyl,
 30 (f) C₂₋₆alkynyl,
 (g) C₁₋₆alkyl-S(O)_k-, wherein k is 0, 1 or 2,
 (h) aryl,
 (i) aryl-S(O)_k-, wherein k is 0, 1 or 2,
 (j) HET,

- (k) aryl C₁₋₆alkyl,
 (l) aroyl,
 (m) aryloxy,
 (n) aryl C₁₋₆alkoxy and
 5 (o) CN,

wherein items (d) to (g) above and the alkyl portions of item (k) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂, and

- 10 wherein items (h), (i), (j), (l) and (m) above and the aryl portions of items (k) and (n) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR¹³ and C₁₋₄alkyl,
 each R¹³ and R¹⁴ is independently selected from the group consisting of hydrogen and C₁₋₄alkyl, optionally substituted with from one to three halos;

- 15 R¹⁶ and each R¹¹ are independently selected from the group consisting of:

- (1) hydrogen,
 (2) halo,
 (3) methyl,
 (4) methoxy, and
 20 (5) hydroxy;

Y₁ and Y₂ are each selected from the group consisting of:

- (1) hydrogen,
 (2) hydroxy,
 (3) halo,
 25 (4) methyl,
 (5) -NO₂,
 (6) -CN,
 (6) mono, di or tri halo substituted methyl,

- X is a bond, -C(O), -N(R¹⁴)-, -N(R¹⁴)-C(O)-, -C(O)-N(R¹⁴)-,
 30 -N(R¹⁴)-S(O)_k-, -N(R¹⁴)-C(O)-NH- or -S(O)_k-N(R¹⁴);

15. The compound according to Claim 13 wherein
 X is a bond, -C(O), -N(R¹⁴)-, -N(R¹⁴)-C(O)-, -C(O)-N(R¹⁴)-, -N(R¹⁴)-C(O)-NH- ;
 R¹³ and R¹⁴ are each independently selected from hydrogen or methyl; and

R¹⁰ are each independently selected from the group consisting of:

- (1) C₁₋₄alkyl,
- (2) C₂₋₄alkenyl,
- (3) C₂₋₄alkynyl,
- 5 (4) C₃₋₆cycloalkyl,
- (5) C₁₋₄alkoxy,
- (6) aryl,
- (7) aryl C₁₋₄alkyl,
- (8) HET,
- 10 (9) -C₁₋₄alkyl-HET,
- (10) aryloxy,
- (11) aroyloxy,
- (12) aryl C₂₋₄alkenyl,
- (13) aryl C₂₋₆alkynyl,

15

wherein items (1) to (5) above and the alkyl portions of items (7) and (9) above and the alkenyl portion of item (12) above and the alkynyl portion of item (13) above are optionally substituted with from to three substituents independently selected from the group consisting of: halo, OR¹³, N(R¹⁴)₂, C₃₋₆cycloalkyl and C₁₋₆alkyl-S(O)_k-,

20

wherein k is 0, 1 or 2, and

wherein items (6), (8), (10) and (11) above and aryl portion of items (7), (12) and (13) above and the HET portion of item (9) above are optionally substituted with from one to three substituents independently selected from the group consisting of:

25

- (a) halo,
- (b) OR¹³,
- (c) N(R¹⁴)₂,
- (d) C₁₋₄alkyl,
- (e) C₂₋₄alkenyl,
- 30 (f) C₂₋₄alkynyl,
- (g) aryl,
- (h) HET,
- (i) aryl C₁₋₆alkyl,
- (j) aroyl,

30

- (k) aryloxy,
- (l) aryl C₁₋₆alkoxy and
- (m) CN,

wherein items (d) to (f) above and the alkyl portions of item (i) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂, and

wherein items (g), (h), (j) and (k) above and the aryl portions of items (i) and (l) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR¹³ and C₁₋₄alkyl.

16. The compound according to Claim 15 wherein X is a bond, -C(O), -N(R¹⁴)-, -N(R¹⁴)-C(O)-, -C(O)-N(R¹⁴)-, -N(R¹⁴)-C(O)-NH-; R¹³ and R¹⁴ are each independently from hydrogen or methyl; and R¹⁰ are each independently selected from the group consisting of:

- (1) C₃₋₆cycloalkyl,
- (2) aryl,
- (3) aryl C₁₋₄alkyl,
- (4) HET,
- (5) -C₁₋₄alkyl-HET,
- (6) aryl C₂₋₄alkenyl,

wherein item (1) above and the alkyl portions of items (3) and (5) above and the alkenyl portion of item (8) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR¹³, N(R¹⁴)₂, and

wherein the aryl portion of items (2), (3), (6) and the HET portion of item (4) and (5) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of:

- (a) halo,
- (b) OR¹³,
- (c) N(R¹⁴)₂,
- (d) C₁₋₄alkyl,
- (e) C₂₋₄alkenyl,
- (f) C₂₋₄alkynyl,

- (g) aryl,
(h) HET,
(i) aryl C₁₋₆alkyl,
(j) aroyl,
5 (k) aryloxy,
(l) aryl C₁₋₆alkoxy and
(m) CN,

wherein items (d) to (f) above and the alkyl portions of item (i) above are optionally substituted from one up to the maximum number of substitutable positions with a
10 substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂, and

wherein items (g), (h), (j) and (k) above and the aryl portions of items (i) and (l) above are optionally substituted from one up to the maximum number of substitutable
15 positions with a substituent independently selected from the group consisting of: halo, OR¹³ and C₁₋₄alkyl.

17. The compound according to Claim 16 wherein
R¹⁰ are each independently selected from the group consisting of:

- 20 (1) C₃₋₆cycloalkyl,
(2) aryl,
(3) aryl C₁₋₄alkyl,
(4) HET,
(5) -C₁₋₄alkyl-HET,
25 (6) aryl C₂₋₄alkenyl,

wherein item (1) above and the alkyl portions of items (3) and (5) above and the alkenyl portion of item (8) above are optionally substituted with from one to three substituents independently selected from the group consisting of: halo, OR¹³,
30 N(R¹⁴)₂, and

wherein the HET portion of item (4) and (5) are optionally substituted with from one to three substituents selected from the group consisting of C₁₋₄alkyl and aryl, and

wherein the aryl portion of items (2), (3), (6) above are optionally substituted with
35 from one to three substituents independently selected from the group consisting of:

- 5
- (a) halo,
 - (b) OR¹³,
 - (c) N(R¹⁴)₂,
 - (d) C₁₋₄alkyl,
 - (e) C₂₋₄alkenyl,
 - (f) C₂₋₄alkynyl,
 - (g) aryl,
 - (h) HET,
 - (i) aryl C₁₋₆alkyl,
 - 10 (j) aroyl,
 - (k) aryloxy,
 - (l) aryl C₁₋₆alkoxy and
 - (m) CN,

15 wherein items (d) to (f) above and the alkyl portions of item (i) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and N(R¹⁴)₂, and

20 wherein items (g), (h), (j) and (k) above and the aryl portions of items (i) and (l) above are optionally substituted from one up to the maximum number of substitutable positions with a substituent independently selected from the group consisting of: halo, OR¹³ and C₁₋₄alkyl.

25 18. The compound according to Claim 3 wherein Y₂ is CF₃.

19. The compound according to Claim 18 wherein R¹⁰ is selected from the group consisting of:

- 30
- (1) phenyl,
 - (2) benzyl, and
 - (3) HET, wherein HET is a 5-membered aromatic or non-aromatic monocyclic ring containing 1-3 heteroatoms selected from O, S and N,

wherein groups (1) to (3) above are optionally substituted with 1 to 3 substituents independently selected from the group consisting of:

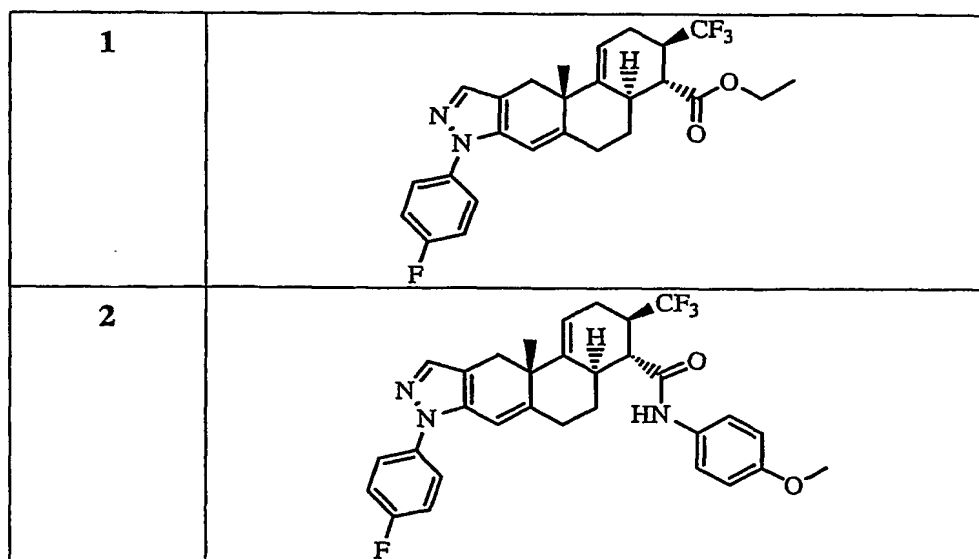
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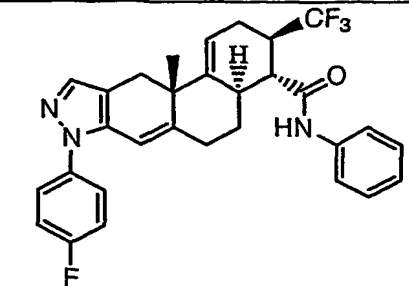
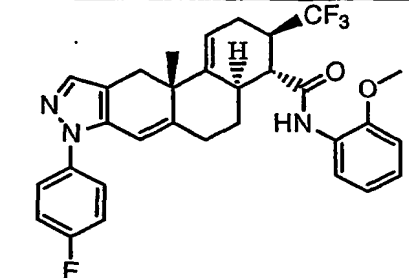
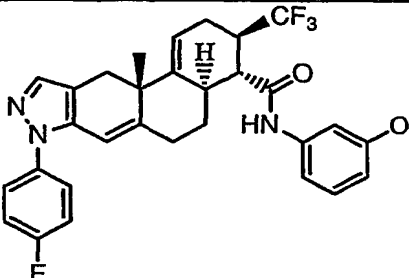
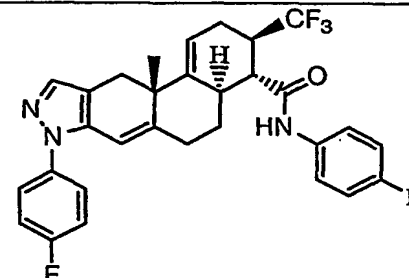
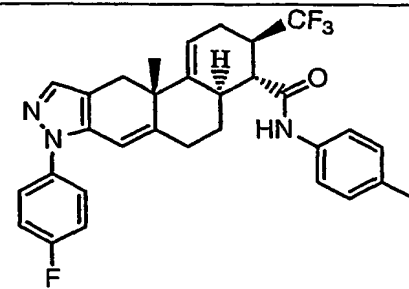
- halo groups,
- 5 groups,
- (a) halo,
- (b) C₁₋₄alkyl, optionally substituted with hydroxy or 1 to 3 halo groups,
- (c) C₁₋₄alkoxy, optionally substituted with 1 to 3 halo groups,
- (d) NH₂,
- (e) hydroxy, and
- (e) phenyl or benzyl.

10 20. The compound according to Claim 3 wherein Y₂ is hydrogen, X is a bond and R¹⁰ is HET, wherein HET is a 5-membered aromatic or non-aromatic monocyclic ring containing 1-3 heteroatoms selected from O, S and N.

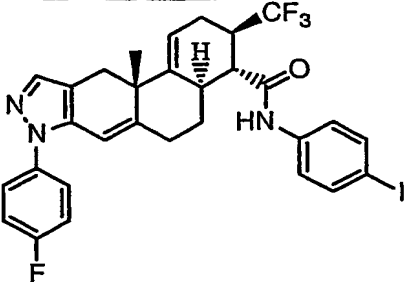
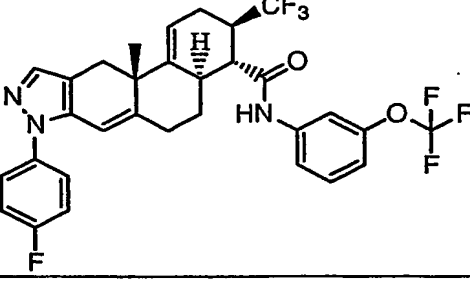
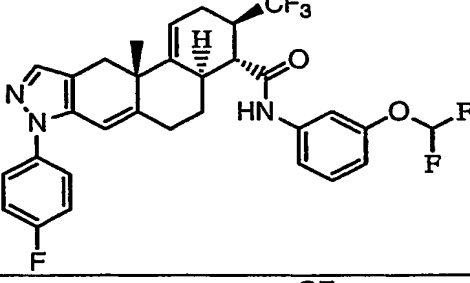
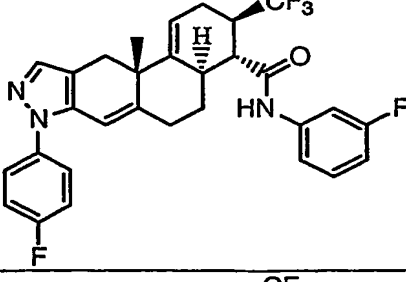
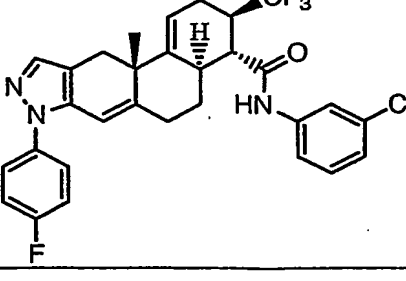
15 21. The compound according to Claim 20 wherein HET is selected from oxazolyl and imidazolyl.

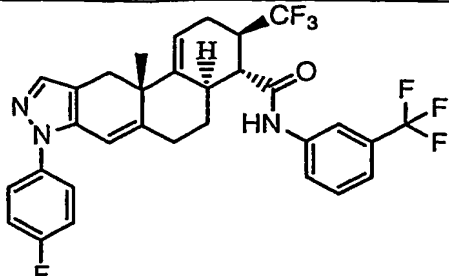
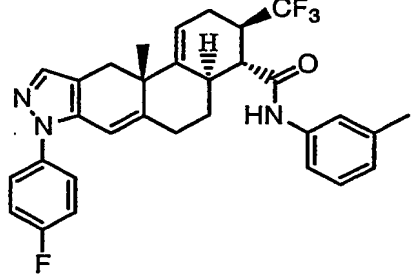
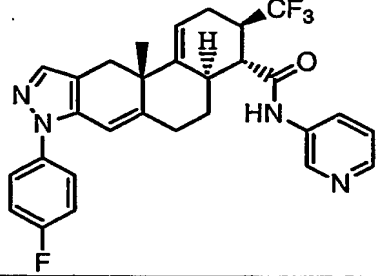
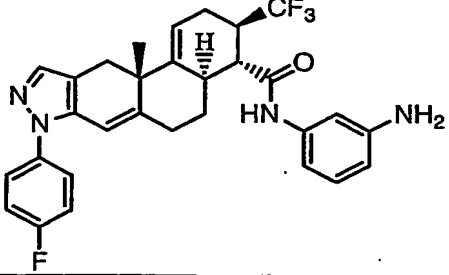
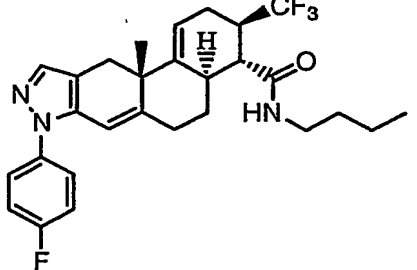
22. A compound selected from the group consisting of:



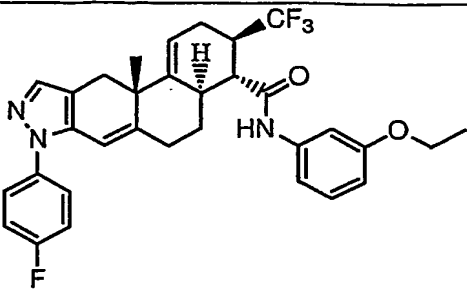
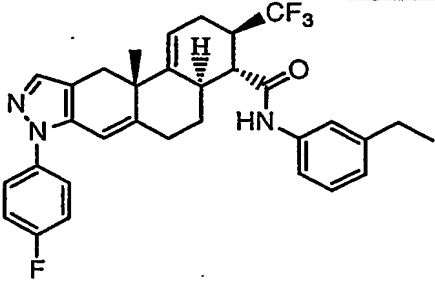
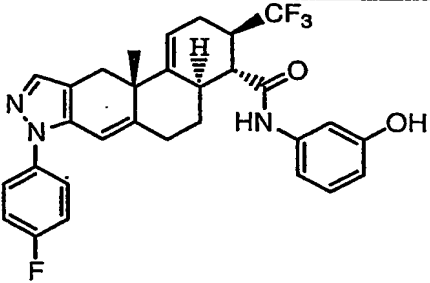
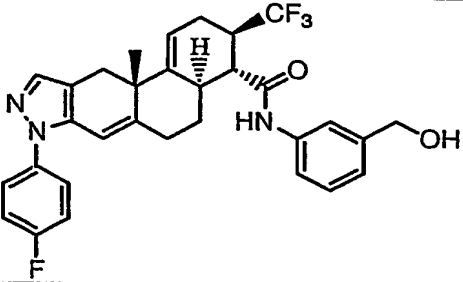
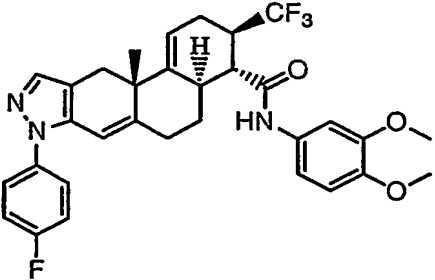
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8	 <chem>Cc1ccc(NC(=O)[C@H]2[C@@H](C(F)(F)F)CC[C@]3(C)[C@H]4C=C[C@H]5C(=Nc6ccc(F)cc6)CC[C@@]34C2</chem>
9	 <chem>CCNC(=O)[C@H]2[C@@H](C(F)(F)F)CC[C@]3(C)[C@H]4C=C[C@H]5C(=Nc6ccc(F)cc6)CC[C@@]34C2</chem>
10	 <chem>CCCN(C=O)[C@H]2[C@@H](C(F)(F)F)CC[C@]3(C)[C@H]4C=C[C@H]5C(=Nc6ccc(F)cc6)CC[C@@]34C2</chem>
11	 <chem>Clc1ccc(NC(=O)[C@H]2[C@@H](C(F)(F)F)CC[C@]3(C)[C@H]4C=C[C@H]5C(=Nc6ccc(F)cc6)CC[C@@]34C2</chem>
12	 <chem>BrC1=CC=C(NC(=O)[C@H]2[C@@H](C(F)(F)F)CC[C@]3(C)[C@H]4C=C[C@H]5C(=Nc6ccc(F)cc6)CC[C@@]34C2)C=C1</chem>

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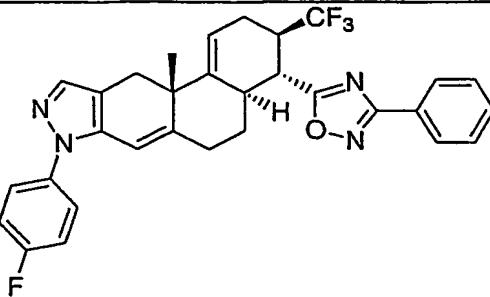
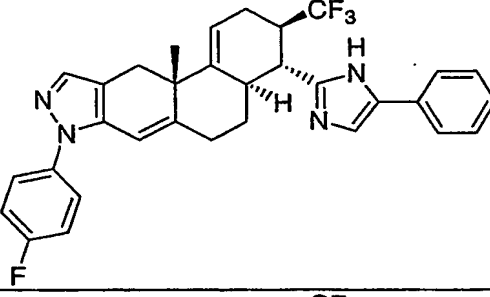
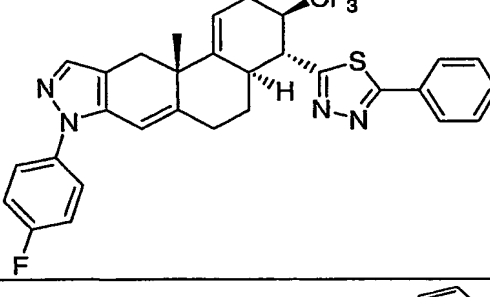
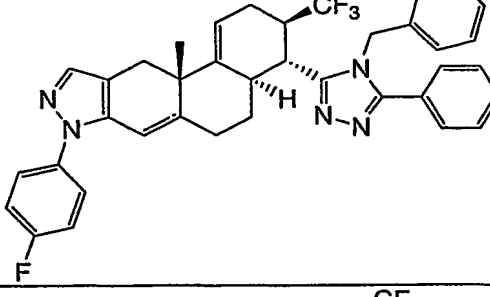
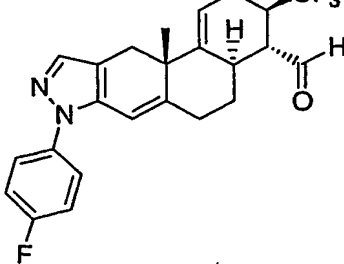
18	 <chem>C[C@]12CC[C@H]3[C@H]([C@@H]1CC[C@@H]2C=C4[C@@]3(CC[C@@H](C4)Cn5ccc(F)cc5)C)C(=O)Nc6ccc(C(F)(F)F)cc6</chem>
19	 <chem>C[C@]12CC[C@H]3[C@H]([C@@H]1CC[C@@H]2C=C4[C@@]3(CC[C@@H](C4)Cn5ccc(F)cc5)C)C(=O)Nc6cccc(C)c6</chem>
20	 <chem>C[C@]12CC[C@H]3[C@H]([C@@H]1CC[C@@H]2C=C4[C@@]3(CC[C@@H](C4)Cn5ccc(F)cc5)C)C(=O)Nc6ccncc6</chem>
21	 <chem>C[C@]12CC[C@H]3[C@H]([C@@H]1CC[C@@H]2C=C4[C@@]3(CC[C@@H](C4)Cn5ccc(F)cc5)C)C(=O)Nc6ccc(N)cc6</chem>
22	 <chem>CCCCNC(=O)[C@H]1CC[C@@H]2[C@@]1(CC[C@H]3[C@H]2CC=C4[C@@]3(CC[C@@H](C4)Cn5ccc(F)cc5)C)C</chem>

23	 <chem>CC12CCC3C(C1CC4=C(C(=C(C=C4)N=CN4C=CC(=C4)F)C=C3)C)C(=C(C=C2)C)C(=O)Nc5ccc(OC(F)F)cc5</chem>
24	 <chem>CC12CCC3C(C1CC4=C(C(=C(C=C4)N=CN4C=CC(=C4)F)C=C3)C)C(=C(C=C2)C)C(=O)Nc5ccc(OC(F)(F)F)cc5</chem>
25	 <chem>CC12CCC3C(C1CC4=C(C(=C(C=C4)N=CN4C=CC(=C4)F)C=C3)C)C(=C(C=C2)C)C(=O)Nc5cc(C)c(C)cc5</chem>
26	 <chem>CC12CCC3C(C1CC4=C(C(=C(C=C4)N=CN4C=CC(=C4)F)C=C3)C)C(=C(C=C2)C)C(=O)Nc5cc(F)c(C)cc5</chem>
27	 <chem>CC12CCC3C(C1CC4=C(C(=C(C=C4)N=CN4C=CC(=C4)F)C=C3)C)C(=C(C=C2)C)C(=O)Nc5cc(Cl)c(C)cc5</chem>

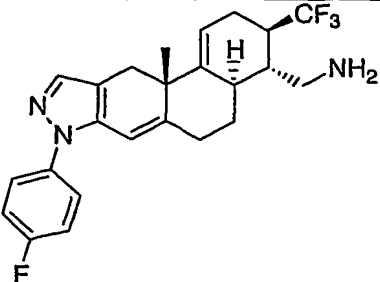
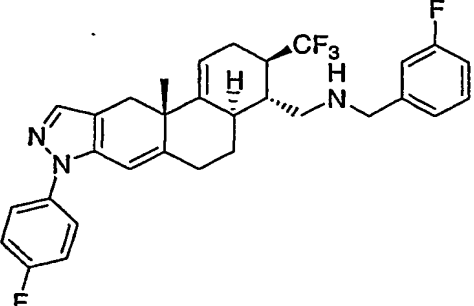
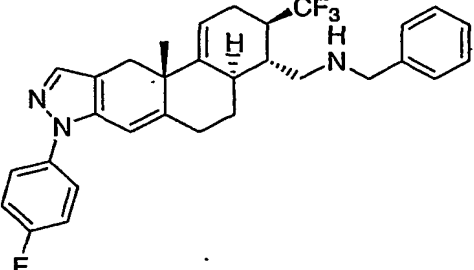
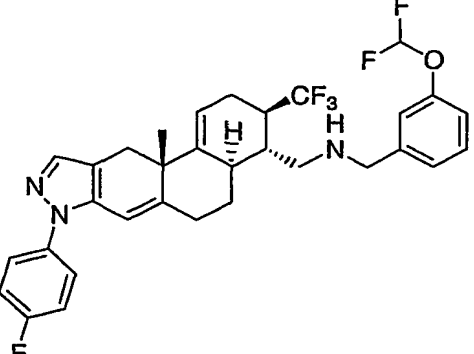
28	 <chem>CCOC1=CC=C(NC(=O)[C@H]2[C@@H]3[C@H]4[C@@H]1CC[C@]5(C)[C@H]6[C@@H](C2)C=C[C@H]7C(=C[C@H](C=C[C@H]7N=Nc8ccc(F)cc8)C[C@]34C)C[C@H]6C)C(F)(F)F</chem>
29	 <chem>CCc1ccc(NC(=O)[C@H]2[C@@H]3[C@H]4[C@@H]1CC[C@]5(C)[C@H]6[C@@H](C2)C=C[C@H]7C(=C[C@H](C=C[C@H]7N=Nc8ccc(F)cc8)C[C@]34C)C[C@H]6C)C(F)(F)F</chem>
30	 <chem>Oc1ccc(NC(=O)[C@H]2[C@@H]3[C@H]4[C@@H]1CC[C@]5(C)[C@H]6[C@@H](C2)C=C[C@H]7C(=C[C@H](C=C[C@H]7N=Nc8ccc(F)cc8)C[C@]34C)C[C@H]6C)C(F)(F)F</chem>
31	 <chem>OCc1ccc(NC(=O)[C@H]2[C@@H]3[C@H]4[C@@H]1CC[C@]5(C)[C@H]6[C@@H](C2)C=C[C@H]7C(=C[C@H](C=C[C@H]7N=Nc8ccc(F)cc8)C[C@]34C)C[C@H]6C)C(F)(F)F</chem>
32	 <chem>COC1=CC(OC)=C(NC(=O)[C@H]2[C@@H]3[C@H]4[C@@H]1CC[C@]5(C)[C@H]6[C@@H](C2)C=C[C@H]7C(=C[C@H](C=C[C@H]7N=Nc8ccc(F)cc8)C[C@]34C)C[C@H]6C)C(F)(F)F</chem>

33	 <chem>CC12CCC3C(C1CC4=C(C(=C(C=C4)N=Nc5ccc(F)cc5))C=CC2)C(=C(C=C3)C)C(=O)Nc6ccc(Cl)c(Cl)c6</chem>
34	 <chem>CC12CCC3C(C1CC4=C(C(=C(C=C4)N=Nc5ccc(F)cc5))C=CC2)C(=C(C=C3)C)C(=O)Nc6ccc(F)c(OC)c6</chem>
35	 <chem>CC12CCC3C(C1CC4=C(C(=C(C=C4)N=Nc5ccc(F)cc5))C=CC2)C(=C(C=C3)C)C(=O)Nc6ccc(CO)cc6</chem>
36	 <chem>CC12CCC3C(C1CC4=C(C(=C(C=C4)N=Nc5ccc(F)cc5))C=CC2)C(=C(C=C3)C)C(=O)Nc6ccc(CC)cc6</chem>
37	 <chem>CC12CCC3C(C1CC4=C(C(=C(C=C4)N=Nc5ccc(F)cc5))C=CC2)C(=C(C=C3)C)C(=O)Nc6ccc(OC(F)(F)F)cc6</chem>

38	 <chem>CC12CCC3C(C1CC4=C(C(=C(C=C4)N=CN3Cc5ccc(F)cc5)C)C)C(=C(C=C2)C)C(C)C17C(=O)Nc1ccc(OC(F)(F)F)cc1</chem>
39	 <chem>CC12CCC3C(C1CC4=C(C(=C(C=C4)N=CN3Cc5ccc(F)cc5)C)C)C(=C(C=C2)C)C(C)C17C(=O)Nc1cc(O)c(F)cc1</chem>
40	 <chem>CC12CCC3C(C1CC4=C(C(=C(C=C4)N=CN3Cc5ccc(F)cc5)C)C)C(=C(C=C2)C)C(C)C17C(=O)Nc1nn(c1)Cc2ccccc2</chem>
41	 <chem>CC12CCC3C(C1CC4=C(C(=C(C=C4)N=CN3Cc5ccc(F)cc5)C)C)C(=C(C=C2)C)C(C)C17C(=O)Nc1nn(c1)Cc2ccccc2</chem>
42	 <chem>CC12CCC3C(C1CC4=C(C(=C(C=C4)N=CN3Cc5ccc(F)cc5)C)C)C(=C(C=C2)C)C(C)C17C(=O)Nc1nn(c1)Cc2ccccc2</chem>

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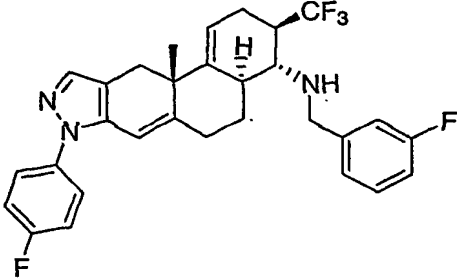
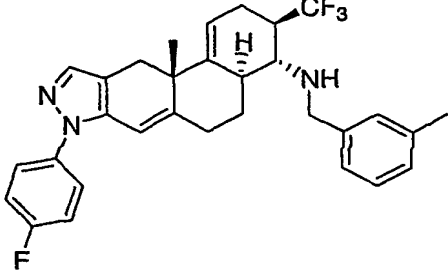
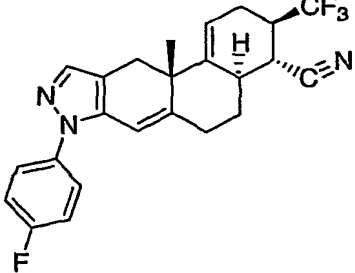
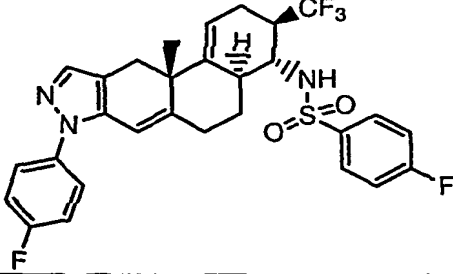
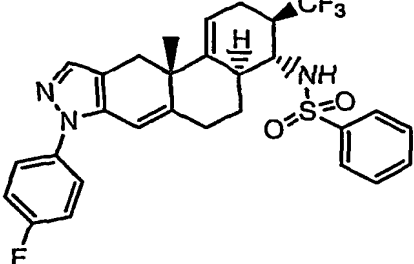
48	 <chem>Fc1ccc(cc1)N2C=C3C4C(C=CC5C4(CCC5)C)C(=C)C(C)C3C2O</chem>
49	 <chem>Fc1ccc(cc1)N2C=C3C4C(C=CC5C4(CCC5)C)C(=C)C(C)C3C2C6=CN=C[NH]6</chem>
50	 <chem>Cc1c[nH]c2c1C=CNC2C3C4C(C=CC5C4(CCC5)C)C(=C)C(C)C3C2N6C=CC(=C6)c7cc(F)ccc7</chem>
51	 <chem>c1ccc2c(c1)C(=N2)C3C4C(C=CC5C4(CCC5)C)C(=C)C(C)C3C2N6C=CC(=C6)c7cc(F)ccc7</chem>
52	 <chem>c1cc2c(c1)C(=N2)O3C=CC=C3C4C5C(C=CC6C5(CCC6)C)C(=C)C(C)C4C5N6C=CC(=C6)c7cc(F)ccc7</chem>

53	 <chem>Fc1ccc(cc1)N2C=C3C4C(C2)CC[C@H]4[C@@H](C)CC[C@H]3C(F)(F)FN</chem>
54	 <chem>Fc1ccc(cc1)N2C=C3C4C(C2)CC[C@H]4[C@@H](C)CC[C@H]3C(F)(F)FNCNc1ccc(F)cc1</chem>
55	 <chem>Fc1ccc(cc1)N2C=C3C4C(C2)CC[C@H]4[C@@H](C)CC[C@H]3C(F)(F)FNCNc1ccccc1</chem>
56	 <chem>Fc1ccc(cc1)N2C=C3C4C(C2)CC[C@H]4[C@@H](C)CC[C@H]3C(F)(F)FNCNc1ccc(OC(F)F)cc1</chem>

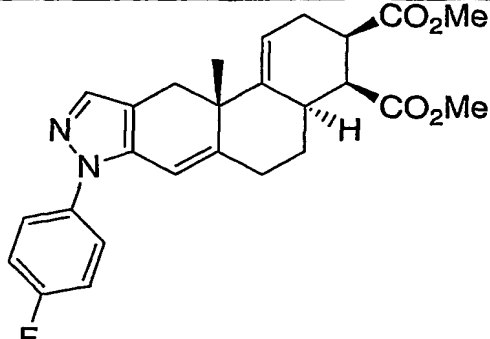
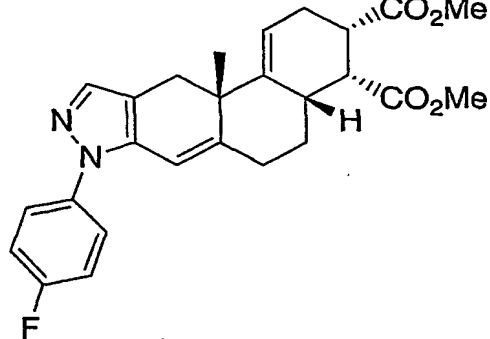
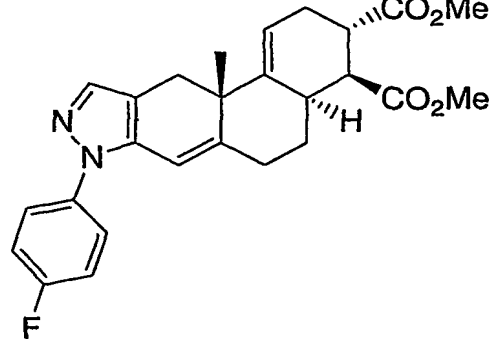
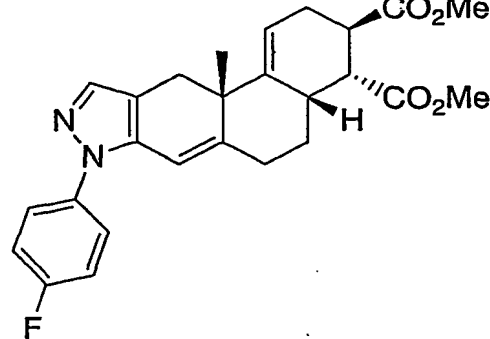
57	 <chem>Fc1ccc(cc1)N2C3=C(C(=C2)C4C(C3)CC[C@H]4C[C@@H]5C[C@H](C)CC[C@H]5C)C6=CC=CC=C6</chem>
58	 <chem>Fc1ccc(cc1)N2C3=C(C(=C2)C4C(C3)CC[C@H]4C[C@@H]5C[C@H](C)CC[C@H]5C)C6=CC=C(C=C6)F</chem>
59	 <chem>Fc1ccc(cc1)N2C3=C(C(=C2)C4C(C3)CC[C@H]4C[C@@H]5C[C@H](C)CC[C@H]5C)C6=CC=C(C=C6)OC(F)F</chem>
60	 <chem>Fc1ccc(cc1)N2C3=C(C(=C2)C4C(C3)CC[C@H]4C[C@@H]5C[C@H](C)CC[C@H]5C)C6=CC=C(C=C6)O</chem>
61	 <chem>Fc1ccc(cc1)N2C3=C(C(=C2)C4C(C3)CC[C@H]4C[C@@H]5C[C@H](C)CC[C@H]5C)C6=CC=C(C=C6)C(=O)N</chem>

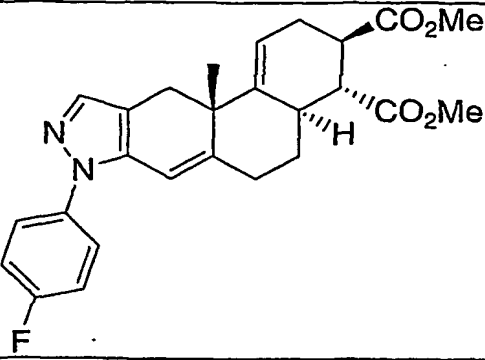
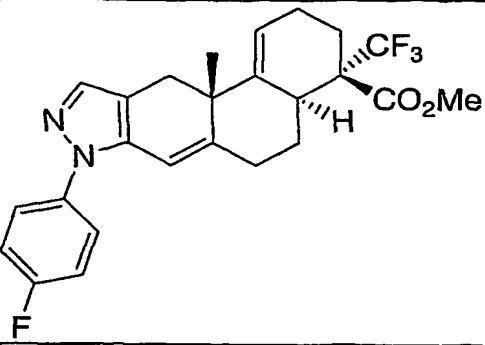
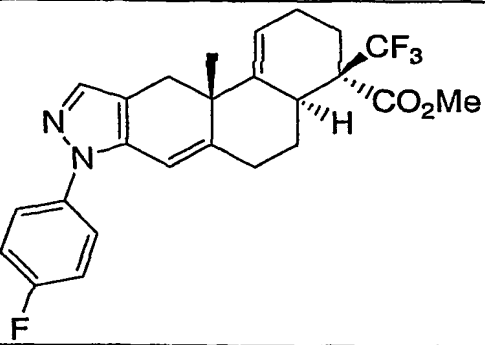
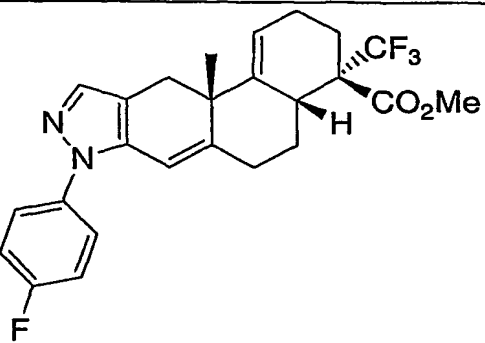
62	 <chem>CC12CCC3=C1C(=C(C=C3)C4=CC=CC=C4N)C(=C(C=C2)C5=C(C(=C(C=C5)C)C)C)N</chem>
63	 <chem>CC12CCC3=C1C(=C(C=C3)C4=CC=CC=C4N)C(=C(C=C2)C5=C(C(=C(C=C5)C)C)C)C(=O)Nc6ccc(F)cc6</chem>
64	 <chem>CC12CCC3=C1C(=C(C=C3)C4=CC=CC=C4N)C(=C(C=C2)C5=C(C(=C(C=C5)C)C)C)C(=O)Nc6ccccc6</chem>
65	 <chem>CC12CCC3=C1C(=C(C=C3)C4=CC=CC=C4N)C(=C(C=C2)C5=C(C(=C(C=C5)C)C)C)C(=O)Nc6ccccc6Cl</chem>
66	 <chem>CC12CCC3=C1C(=C(C=C3)C4=CC=CC=C4N)C(=C(C=C2)C5=C(C(=C(C=C5)C)C)C)C(=O)Nc6ccc(C(F)(F)F)cc6</chem>

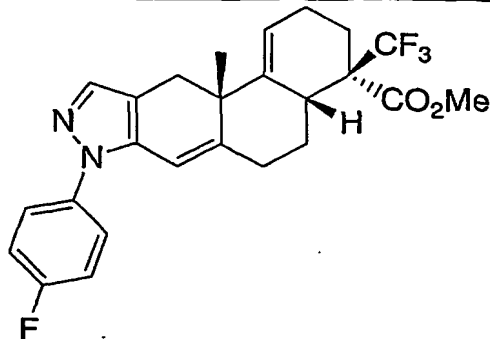
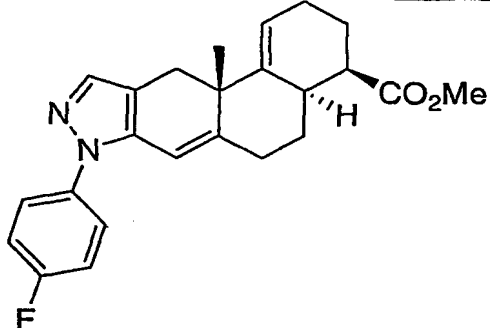
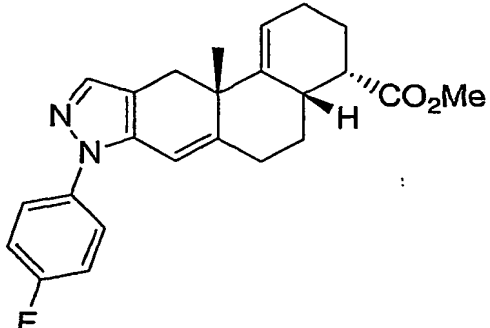
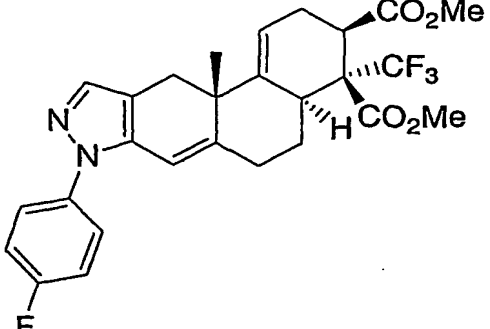
67	 <chem>C[C@]12CC[C@@H]3[C@H]([C@@H]1CC[C@@H]2C=C4[C@@]3(CC[C@@H](C4)NC(=O)c5ccc(F)cc5)C)C(=N)N(c6ccc(F)cc6)C5=C</chem>
68	 <chem>C[C@]12CC[C@@H]3[C@H]([C@@H]1CC[C@@H]2C=C4[C@@]3(CC[C@@H](C4)NC(=O)c5ccc(C)cc5)C)C(=N)N(c6ccc(F)cc6)C5=C</chem>
69	 <chem>CC(=O)N[C@H]1CC[C@@H]2[C@]1(CC[C@H]3[C@H]2CC=C4[C@@]3(CC[C@@H](C4)C)C)C(=N)N(c5ccc(F)cc5)C6=C</chem>
70	 <chem>c1ccc(cc1)CN[C@H]1CC[C@@H]2[C@]1(CC[C@H]3[C@H]2CC=C4[C@@]3(CC[C@@H](C4)C)C)C(=N)N(c5ccc(F)cc5)C6=C</chem>
71	 <chem>Fc1ccc(cc1)CN[C@H]1CC[C@@H]2[C@]1(CC[C@H]3[C@H]2CC=C4[C@@]3(CC[C@@H](C4)C)C)C(=N)N(c5ccc(F)cc5)C6=C</chem>

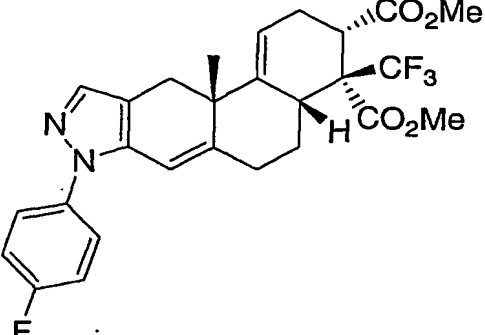
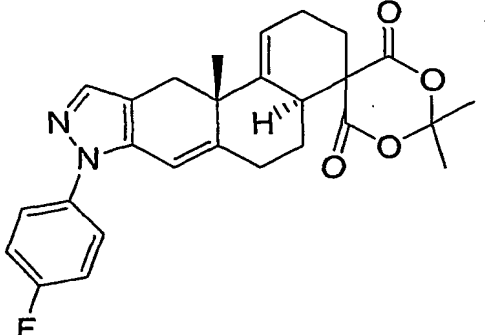
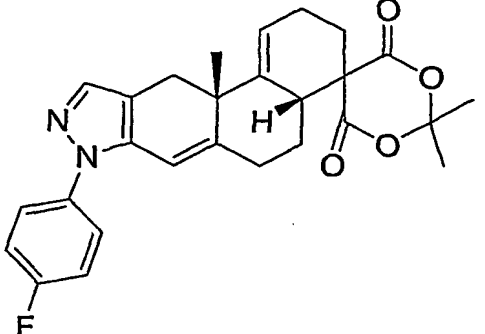
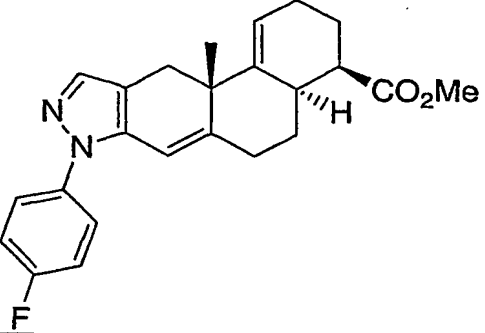
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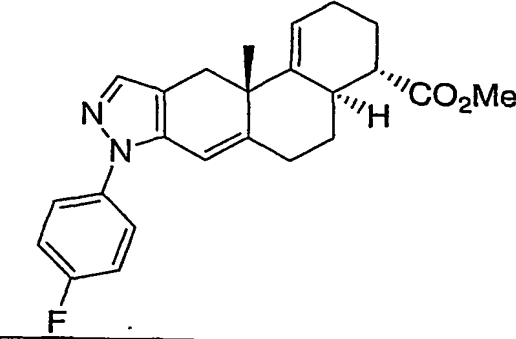
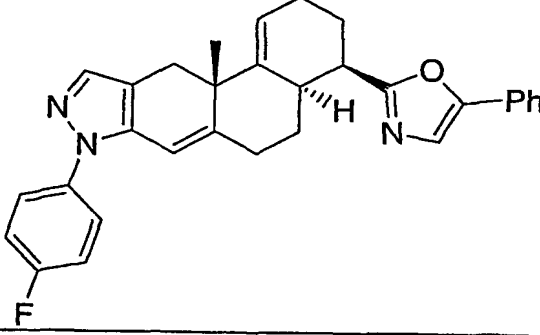
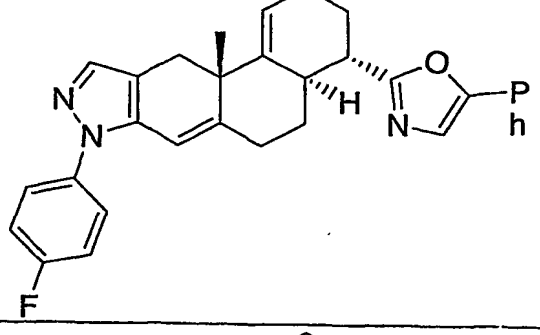
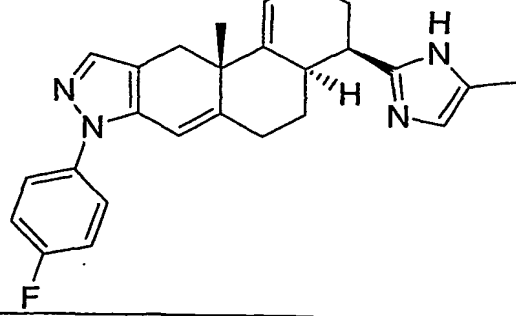
77	 <chem>CC12CCC3=C1C(=C(C=C3)C4=CC=CC=C4N5C=CC=CC=C5N5)C(=C(C=C2)C6CC[C@H]7C[C@@H](C(=O)NS(=O)(=O)I)C[C@H]7C)C[C@H]1C6</chem>
78	 <chem>CC12CCC3=C1C(=C(C=C3)C4=CC=CC=C4N5C=CC=CC=C5N5)C(=C(C=C2)C6CC[C@H]7C[C@@H](C(=O)Nc8ccccc8)C[C@H]7C)C[C@H]1C6</chem>
79	 <chem>CC12CCC3=C1C(=C(C=C3)C4=CC=CC=C4N5C=CC=CC=C5N5)C(=C(C=C2)C6CC[C@H]7C[C@@H](C(=O)Nc8ccc(F)cc8)C[C@H]7C)C[C@H]1C6</chem>
80	 <chem>CC12CCC3=C1C(=C(C=C3)C4=CC=CC=C4N5C=CC=CC=C5N5)C(=C(C=C2)C6CC[C@H]7C[C@@H](C(=O)Nc8ccc(F)cc8)C[C@H]7C)C[C@H]1C6</chem>
81	 <chem>CC12CCC3=C1C(=C(C=C3)C4=CC=CC=C4N5C=CC=CC=C5N5)C(=C(C=C2)C6CC[C@H]7C[C@@H](C(=O)Nc8ccc(C)cc8)C[C@H]7C)C[C@H]1C6</chem>

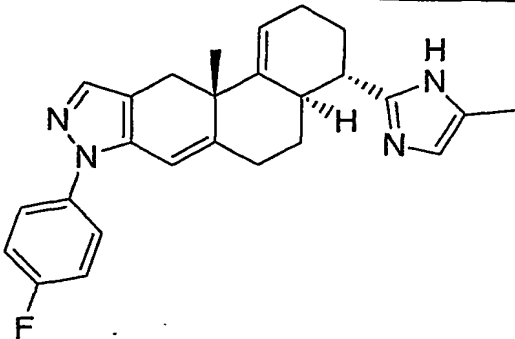
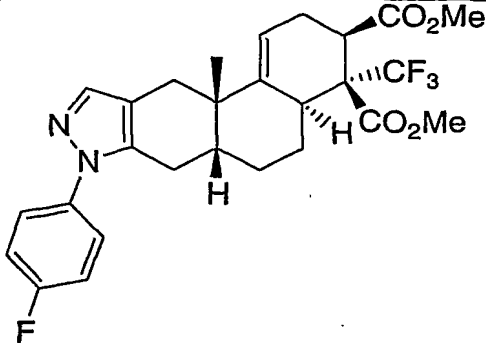
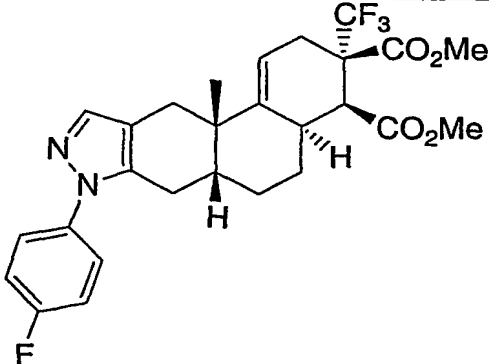
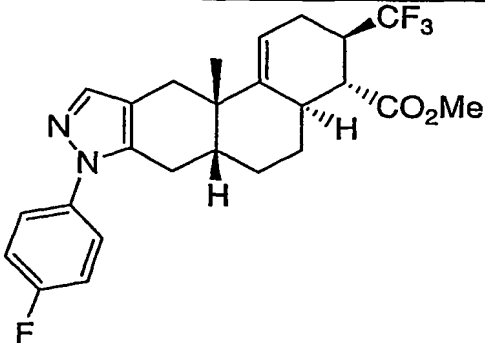
82	 <chem>COC(=O)[C@H]1CC[C@@H]2[C@@]1(CC[C@H]3[C@H]2CC=C4[C@@]3(CC[C@@H](C4)Cn5ccc(F)cc5)C)C)C</chem>
83	 <chem>COC(=O)[C@H]1CC[C@H]2[C@@]1(CC[C@H]3[C@H]2CC=C4[C@@]3(CC[C@@H](C4)Cn5ccc(F)cc5)C)C</chem>
84	 <chem>COC(=O)[C@H]1CC[C@H]2[C@@]1(CC[C@H]3[C@H]2CC=C4[C@@]3(CC[C@@H](C4)Cn5ccc(F)cc5)C)C</chem>
85	 <chem>COC(=O)[C@H]1CC[C@@H]2[C@@]1(CC[C@H]3[C@H]2CC=C4[C@@]3(CC[C@@H](C4)Cn5ccc(F)cc5)C)C</chem>

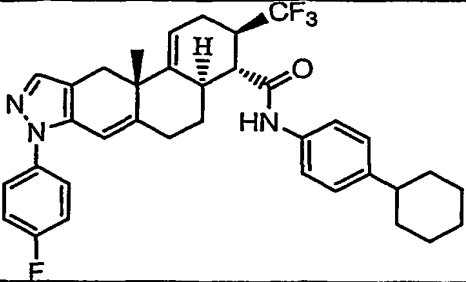
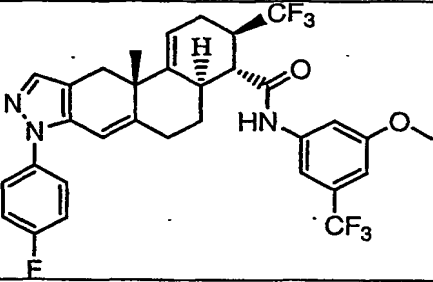
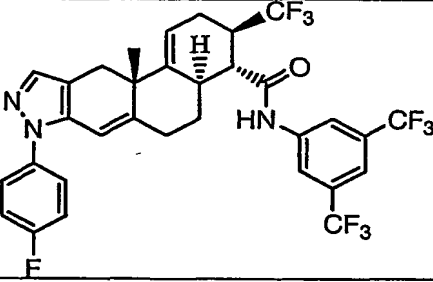
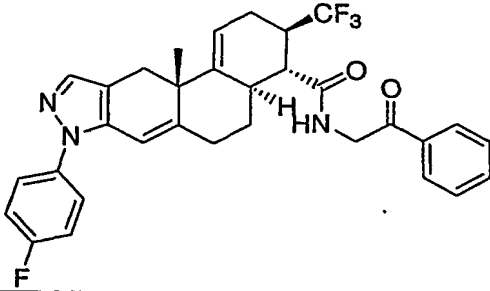
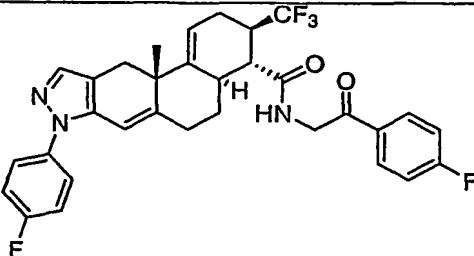
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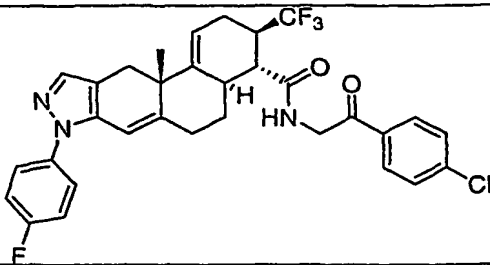
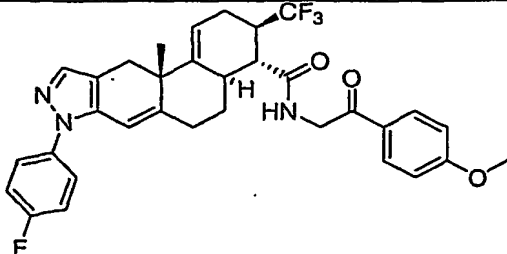
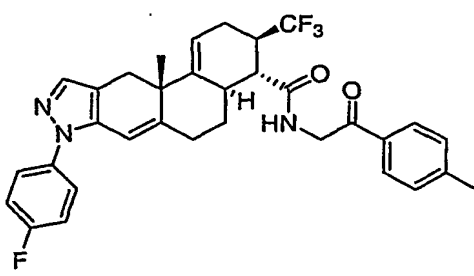
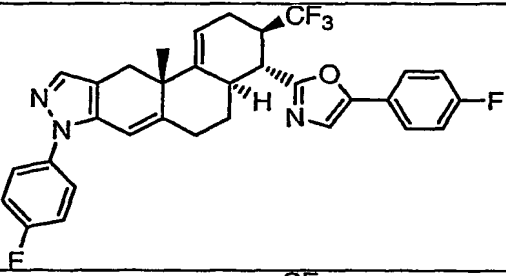
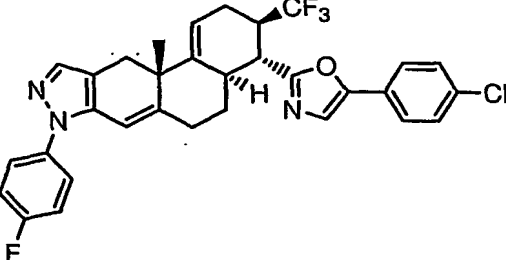
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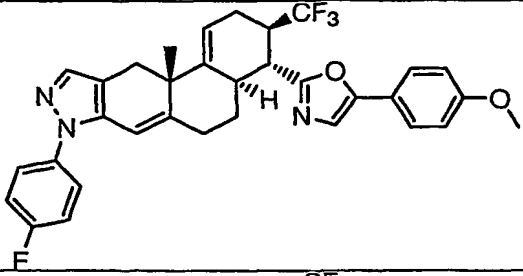
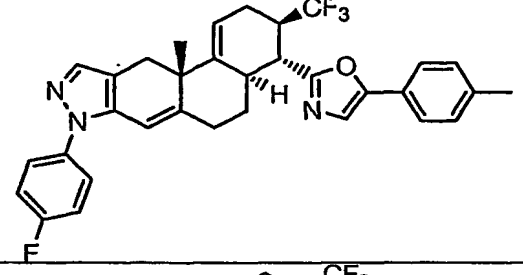
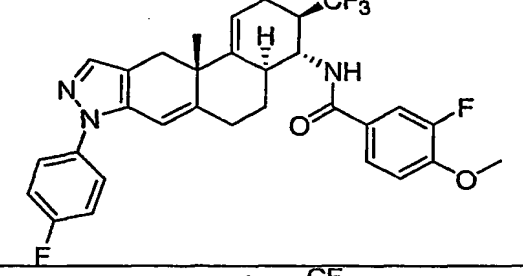
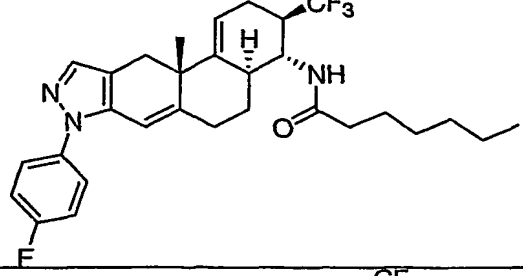
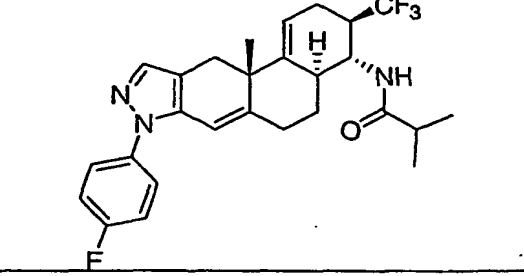
94	 <chem>COC(=O)[C@H]1[C@@H](C(F)(F)F)[C@H](C(=O)OC)[C@@H](C1)C2=C(C(=C(C=C2)C3=CC=CC=C3N4=CN=CC=C4N4)C)C5=C(C(=C(C=C5)C6=CC=CC=C6F)C)C</chem>
95	 <chem>CC1(C)OC(=O)C2(C1)OC(=O)C2(C)C3=C(C(=C(C=C3)C4=CC=CC=C4N5=CN=CC=C5N5)C)C6=C(C(=C(C=C6)C7=CC=CC=C7F)C)C</chem>
96	 <chem>CC1(C)OC(=O)C2(C1)OC(=O)C2(C)C3=C(C(=C(C=C3)C4=CC=CC=C4N5=CN=CC=C5N5)C)C6=C(C(=C(C=C6)C7=CC=CC=C7F)C)C</chem>
97	 <chem>COC(=O)[C@H]1[C@@H](C)C2=C(C(=C(C=C2)C3=CC=CC=C3N4=CN=CC=C4N4)C)C5=C(C(=C(C=C5)C6=CC=CC=C6F)C)C</chem>

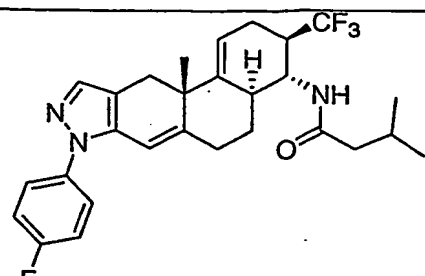
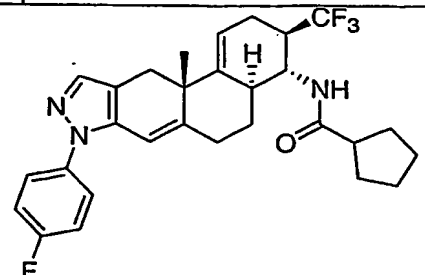
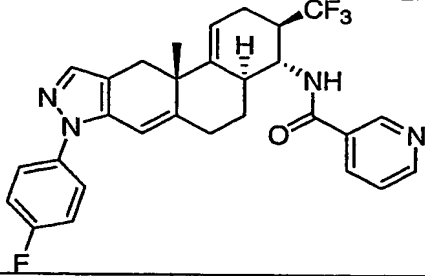
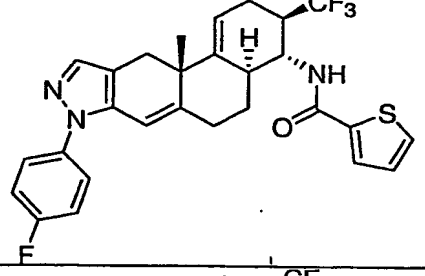
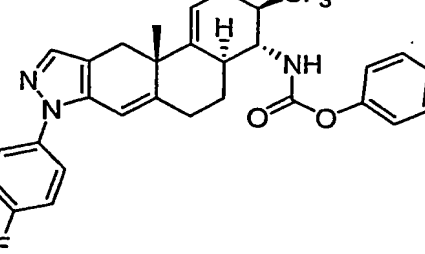
98	 <chem>CCOC(=O)[C@H]1CC[C@@H]2[C@@]1(CC[C@H]3[C@H]2CC=C4[C@@]3(CC[C@@H](C4)Cn5ccc(cc5)F)C)C)C</chem>
99	 <chem>c1cc(ccc1)C2=NO[C@H]3CC[C@@H]4[C@@]3(CC[C@H]5[C@H]4CC=C6[C@@]5(CC[C@@H](C6)Cn7ccc(cc7)F)C)C)C</chem>
100	 <chem>c1cc(ccc1)C2=NO[C@H]3CC[C@@H]4[C@@]3(CC[C@H]5[C@H]4CC=C6[C@@]5(CC[C@@H](C6)Cn7ccc(cc7)F)C)C)C</chem>
101	 <chem>Cc1c[nH]c2c1[C@H]3CC[C@@H]4[C@@]3(CC[C@H]5[C@H]4CC=C6[C@@]5(CC[C@@H](C6)Cn7ccc(cc7)F)C)C)C</chem>

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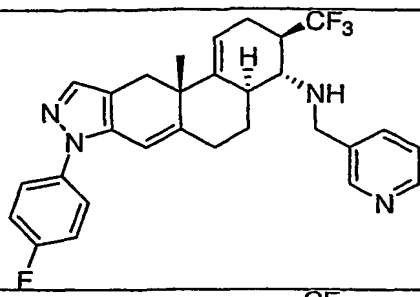
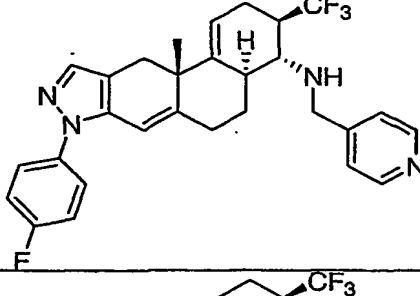
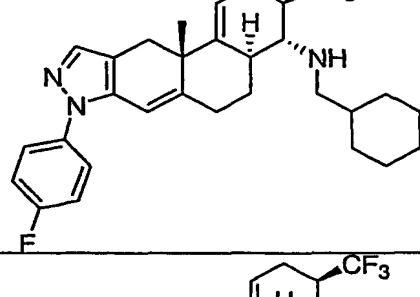
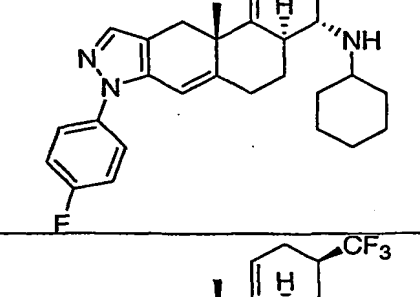
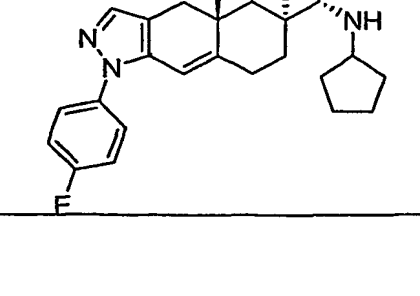
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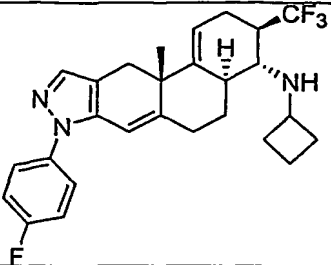
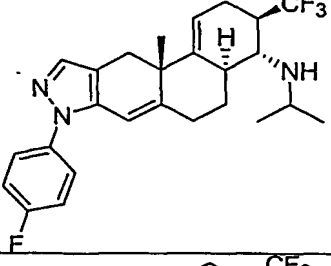
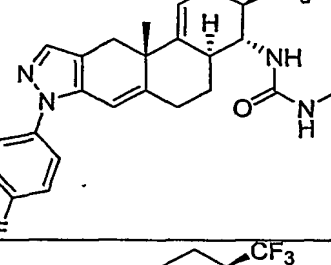
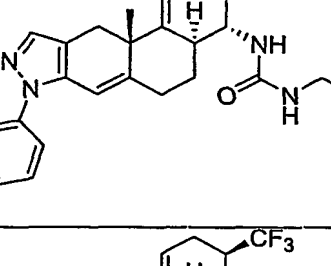
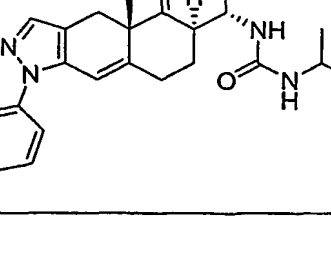
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116	 <chem>COc1ccc(cc1)[C@H]2C[C@@H]3[C@H](C(=O)N2)C[C@H](C4=CC=CC=C4F)C5=CC=CC=C5</chem>
117	 <chem>Cc1ccc(cc1)[C@H]2C[C@@H]3[C@H](C(=O)N2)C[C@H](C4=CC=CC=C4F)C5=CC=CC=C5</chem>
118	 <chem>COc1cc(F)ccc1[C@H]2C[C@@H]3[C@H](C(=O)N2)C[C@H](C4=CC=CC=C4F)C5=CC=CC=C5</chem>
119	 <chem>CCCCCCCC[C@H]2C[C@@H]3[C@H](C(=O)N2)C[C@H](C4=CC=CC=C4F)C5=CC=CC=C5</chem>
120	 <chem>CC(C)[C@H]2C[C@@H]3[C@H](C(=O)N2)C[C@H](C4=CC=CC=C4F)C5=CC=CC=C5</chem>

121	 <chem>CC(C)C(=O)N[C@H]1CC[C@@H]2[C@@]1(CC[C@H]3[C@H]2CC=C4[C@@]3(CC[C@@H](C4)Cn5cc(F)ccc5n5)C)C</chem>
122	 <chem>C1CCC(CC1)C(=O)N[C@H]1CC[C@@H]2[C@@]1(CC[C@H]3[C@H]2CC=C4[C@@]3(CC[C@@H](C4)Cn5cc(F)ccc5n5)C)C</chem>
123	 <chem>c1ccncc1C(=O)N[C@H]1CC[C@@H]2[C@@]1(CC[C@H]3[C@H]2CC=C4[C@@]3(CC[C@@H](C4)Cn5cc(F)ccc5n5)C)C</chem>
124	 <chem>c1cc(s1)C(=O)N[C@H]1CC[C@@H]2[C@@]1(CC[C@H]3[C@H]2CC=C4[C@@]3(CC[C@@H](C4)Cn5cc(F)ccc5n5)C)C</chem>
125	 <chem>c1ccccc1OC(=O)N[C@H]1CC[C@@H]2[C@@]1(CC[C@H]3[C@H]2CC=C4[C@@]3(CC[C@@H](C4)Cn5cc(F)ccc5n5)C)C</chem>

126	 <chem>CC(C)OC(=O)N[C@H]1C[C@@H]2[C@@]1(CC[C@H]3[C@H]2CC=C4[C@@]3(CC[C@@H](C4)C)C)C[C@H]5[C@H]([C@@H](C2)C)C=C6C=C[C@H]5CC=C6N(C=C6)c7ccc(F)cc7</chem>
127	 <chem>CCOC(=O)N[C@H]1C[C@@H]2[C@@]1(CC[C@H]3[C@H]2CC=C4[C@@]3(CC[C@@H](C4)C)C)C[C@H]5[C@H]([C@@H](C2)C)C=C6C=C[C@H]5CC=C6N(C=C6)c7ccc(F)cc7</chem>
128	 <chem>COC(=O)N[C@H]1C[C@@H]2[C@@]1(CC[C@H]3[C@H]2CC=C4[C@@]3(CC[C@@H](C4)C)C)C[C@H]5[C@H]([C@@H](C2)C)C=C6C=C[C@H]5CC=C6N(C=C6)c7ccc(F)cc7</chem>
129	 <chem>COc1ccc(F)cc1CN[C@H]1C[C@@H]2[C@@]1(CC[C@H]3[C@H]2CC=C4[C@@]3(CC[C@@H](C4)C)C)C[C@H]5[C@H]([C@@H](C2)C)C=C6C=C[C@H]5CC=C6N(C=C6)c7ccc(F)cc7</chem>
130	 <chem>c1ccc(nc1)CN[C@H]1C[C@@H]2[C@@]1(CC[C@H]3[C@H]2CC=C4[C@@]3(CC[C@@H](C4)C)C)C[C@H]5[C@H]([C@@H](C2)C)C=C6C=C[C@H]5CC=C6N(C=C6)c7ccc(F)cc7</chem>

131	 <chem>Fc1ccc(cc1)-n2c3c(cc4c3ccc5c4[C@H](C6=CC=CC=C6)C[C@H](C(=O)NCC7=CC=CC=N7)C=C5)nn2</chem>
132	 <chem>Fc1ccc(cc1)-n2c3c(cc4c3ccc5c4[C@H](C6=CC=CC=C6)C[C@H](C(=O)NCC7=CC=CC=N7)C=C5)nn2</chem>
133	 <chem>Fc1ccc(cc1)-n2c3c(cc4c3ccc5c4[C@H](C6=CC=CC=C6)C[C@H](C(=O)NCC7CCCCC7)C=C5)nn2</chem>
134	 <chem>Fc1ccc(cc1)-n2c3c(cc4c3ccc5c4[C@H](C6=CC=CC=C6)C[C@H](C(=O)NCC7CCCCC7)C=C5)nn2</chem>
135	 <chem>Fc1ccc(cc1)-n2c3c(cc4c3ccc5c4[C@H](C6=CC=CC=C6)C[C@H](C(=O)NCC7CCCC7)C=C5)nn2</chem>

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23. A pharmaceutical composition comprising a compound according to Claim 1 in combination with a pharmaceutically acceptable carrier.

24. A method for treating a glucocorticoid receptor mediated disease or condition in a mammalian patient in need of such treatment comprising administering the patient a compound according to Claim 1 in an amount that is effective for treating the glucocorticoid receptor mediated disease or condition.

25. The method according to Claim 24 wherein the glucocorticoid receptor mediated disease or condition is selected from the group consisting of: tissue rejection, leukemias, lymphomas, Cushing's syndrome, acute adrenal insufficiency, congenital adrenal hyperplasia, rheumatic fever, polyarteritis nodosa, granulomatous polyarteritis, inhibition of myeloid cell lines, immune proliferation/apoptosis, HPA axis suppression and regulation, hypercortisolemia, stroke and spinal cord injury, hypercalcemia, hyperglycemia, acute adrenal insufficiency, chronic primary adrenal insufficiency, secondary adrenal insufficiency, congenital adrenal hyperplasia, cerebral edema, thrombocytopenia, Little's syndrome, obesity, metabolic syndrome, inflammatory bowel disease, systemic lupus erythematosus, polyarthritis nodosa, Wegener's granulomatosis, giant cell arteritis, rheumatoid arthritis, juvenile rheumatoid arthritis, uveitis, hay fever, allergic rhinitis, urticaria, angioneurotic edema, chronic obstructive pulmonary disease, asthma, tendonitis, bursitis, Crohn's disease, ulcerative colitis, autoimmune chronic active hepatitis, organ transplantation, hepatitis, cirrhosis, inflammatory scalp alopecia, panniculitis, psoriasis, discoid lupus erythematosus, inflamed cysts, atopic dermatitis, pyoderma gangrenosum, pemphigus vulgaris, bullous pemphigoid, systemic lupus erythematosus, dermatomyositis, herpes gestationis, eosinophilic fasciitis, relapsing polychondritis, inflammatory vasculitis, sarcoidosis, Sweet's disease, type I reactive leprosy, capillary hemangiomas, contact dermatitis, atopic dermatitis, lichen planus, exfoliative dermatitis, erythema nodosum, acne, hirsutism, toxic epidermal necrolysis, erythema multiform, cutaneous T-cell lymphoma, Human Immunodeficiency Virus (HIV), cell apoptosis, cancer, Kaposi's sarcoma, retinitis pigmentosa, cognitive performance, memory and learning enhancement, depression, addiction, mood disorders, chronic fatigue syndrome, schizophrenia, sleep disorders, and anxiety.

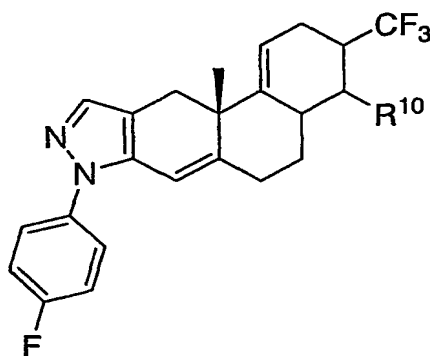
26. The method according to Claim 24 wherein the glucocorticoid receptor mediated disease or condition is selected from the group consisting of: tissue rejection, Cushing's syndrome, inflammatory bowel disease, systemic lupus

erythematosus, rheumatoid arthritis, juvenile rheumatoid arthritis, hay fever, allergic rhinitis, asthma, organ transplantation, inflammatory scalp alopecia, psoriasis, discoid lupus erythematosus, and depression.

5 27. A method of selectively modulating the activation, repression, agonism and antagonism effects of the glucocorticoid receptor in a mammal comprising administering to the mammal a compound according to Claim 1 in an amount that is effective to modulate the glucocorticoid receptor.

10 28. A method of partially or fully antagonizing, repressing agonizing or modulating the glucocorticoid receptor in a mammal comprising administering to the mammal an effective amount of compound according to Claim 1.

15 29. A compound according to Claim 1 of Formula Id



Id

or a pharmaceutically acceptable salt thereof, wherein
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R¹⁰ is a 5-membered aromatic or non-aromatic mono-cyclic ring containing 1-3 heteroatoms selected from O, S, and N, and

25 R¹⁰ is mono-substituted with phenyl, wherein phenyl is optionally substituted with 1-3 substituents independently selected from halo, C₁₋₄alkyl and C₁₋₄alkoxy.

30. The compound according to Claim 29 wherein R¹⁰ is oxazolyl, oxadiazolyl or thiazolyl.

31. The compound according to Claim 30 wherein R¹⁰ is oxazolyl.